

**IN THE UNITED STATES DISTRICT COURT
FOR THE MIDDLE DISTRICT OF NORTH CAROLINA
Civil Action No. 1:08 CV 420**

NORTHGATE ASSOCIATES, LLLP §
and VIRGINIA RAND BOWMAN, §

Plaintiffs, §

v. §

NY CREDIT FUNDING I, LLC, §

Defendant. §
§
§

**DECLARATION OF
RAYMOND T. CIRZ, MAI,
CRE, FRICS**

Raymond T. Cirz, MAI, CRE, FRICS declares as follows:

1. I am an owner in Integra Realty Resources New York, a firm specializing in providing, among other things, real estate appraisals. I am a Member of the Appraisal Institute, a Member of the American Society of Real Estate Counselors and am a Fellow of the Royal Institute of Chartered Surveyors. I am licensed as an appraiser in seven states and hold a temporary license in North Carolina. I have been frequently recognized as an expert in real estate valuations in state and federal courts. My qualifications are included at Addendum A to Exhibit 4 attached hereto.

2. I first became acquainted with Northgate Mall ("Mall") in Durham, North Carolina in 2000. At that time I was engaged to conduct an appraisal of the Mall for the senior lender to Northgate Associates, Aegon USA Realty Advisors, Inc. I completed the appraisal and delivered it to Aegon on November 2000. I appraised the value of the Mall at that time at \$82,500,000. A copy of the cover sheet and letter of transmittal to Aegon

are attached hereto as Exhibit 1. The 2000 appraisal was conducted in conformance with the Uniform Standards of Professional Appraisal Practice and was consistent with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute.

3. In 2005, I was engaged to appraise the Mall by Regions Bank, a prospective lender to Northgate Associates. I completed the appraisal and delivered it to Regions Bank on April 5, 2005. The Mall was undertaking a construction and renovation phase which required me to appraise the Mall on both its current value and the stabilized value, i.e., the value it would have upon completion of the renovation. I appraised the current value of the Mall at that time at \$93,000,000 and the stabilized value at \$108,000,000. A copy of the cover sheet and letter of transmittal to Regions Bank are attached hereto as Exhibit 2. The 2005 appraisal was conducted in conformance with the Uniform Standards of Professional Appraisal Practice and was consistent with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute.

4. In 2007, I was engaged to appraise the Mall by John Walsh of NY Credit Advisors, a prospective lender to Northgate Associates. I completed the appraisal and delivered it to NY Credit on April 30, 2007. The Mall was still in the midst of its construction project which again required me to appraise the Mall on both its current value and the stabilized value. I appraised the current value of the Mall at that time at \$96,900,000 and the stabilized value at \$106,800,000. A copy of the cover sheet and letter of transmittal to Mr. Walsh at NY Credit are attached hereto as Exhibit 3. The 2007 appraisal was conducted in conformance with the Uniform Standards of

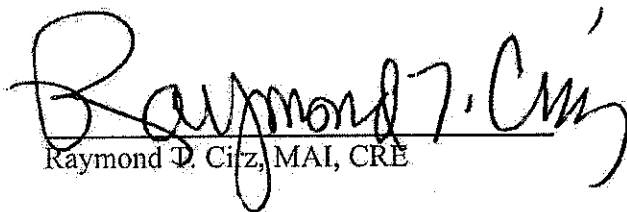
Professional Appraisal Practice and was consistent with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute.

5. Most recently, I was engaged to appraise the Mall on June 6, 2008 by Northgate Associates. I completed the appraisal and delivered it to Northgate Associates on July 16, 2008. I appraised the current value of the Mall at that time at \$95,000,000 and the stabilized value at \$105,000,000. A copy of the 2008 Appraisal is attached hereto as Exhibit 4. The 2008 appraisal was conducted in conformance with the Uniform Standards of Professional Appraisal Practice and was consistent with the Code of Professional Ethics and Standards of Professional Practice of the Appraisal Institute.

6. If called to testify in this action, I would testify consistent with the content of the 2008 Appraisal.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 23, 2008


Raymond D. Ciz, MAI, CRE

CERTIFICATE OF SERVICE

I hereby certify that on July 23, 2008, I electronically filed the foregoing **DECLARATION OF RAYMOND T. CIRZ, MAI, CRE, FRICS** with the Clerk of the Court using the CM/ECF system.

This the 23rd day of July, 2008.

By: /s/ James C. Adams, II
James C. Adams, II